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KEYSTONE CONSOLIDATED INDUSTRIES INC
Form SC 13D/A
October 28, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934
(Amendment No. 49)*

KEYSTONE CONSOLIDATED INDUSTRIES, INC.
(Name of Issuer)

Common Stock, \$1.00 par value
(Title of Class of Securities)

493422 10 9
(CUSIP Number)

STEVEN L. WATSON
THREE LINCOLN CENTRE
SUITE 1700
5430 LBJ FREEWAY
DALLAS, TEXAS 75240-2694
(972) 233-1700
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 16, 2002
(Date of Event which requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

CUSIP No. 493422 10 9

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Valhi, Inc.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|---|----|--------------------------|---------|
| | 7 | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES | 8 | SHARED VOTING POWER | |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | | 652,414 |
| | 9 | SOLE DISPOSITIVE POWER | -0- |
| | 10 | SHARED DISPOSITIVE POWER | 652,414 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

652,414

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.5%

14 TYPE OF REPORTING PERSON(SEE INSTRUCTIONS)

CO

CUSIP No. 493422 10 9

1 NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Valhi Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

652,414

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

652,414

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

652,414

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.5%

14 TYPE OF REPORTING PERSON(SEE INSTRUCTIONS)

CO

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CUSIP No. 493422 10 9

- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

National City Lines, Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) []
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not Applicable
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- | | | | |
|--|----|--------------------------|---------|
| | 7 | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 652,414 |
| | 9 | SOLE DISPOSITIVE POWER | -0- |
| | 10 | SHARED DISPOSITIVE POWER | 652,414 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

652,414
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) []
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.5%
- 14 TYPE OF REPORTING PERSON(SEE INSTRUCTIONS)

CO

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CUSIP No. 493422 10 9

- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

NOA, Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not Applicable
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas
- | | | | |
|--|----|--------------------------|---------|
| | 7 | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 652,414 |
| | 9 | SOLE DISPOSITIVE POWER | -0- |
| | 10 | SHARED DISPOSITIVE POWER | 652,414 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

652,414
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.5%
- 14 TYPE OF REPORTING PERSON(SEE INSTRUCTIONS)

CO

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CUSIP No. 493422 10 9

- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Dixie Holding Company
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not Applicable
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- | | | | |
|---|----|--------------------------|---------|
| | 7 | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES | 8 | SHARED VOTING POWER | |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 9 | SOLE DISPOSITIVE POWER | 652,414 |
| | 10 | SHARED DISPOSITIVE POWER | -0- |
| | | | 652,414 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

652,414
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.5%

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14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 493422 10 9

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Dixie Rice Agricultural Corporation, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Louisiana

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY
EACH

652,414

REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

652,414

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

652,414

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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6.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 493422 10 9

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Southwest Louisiana Land Company, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Louisiana

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY

8 SHARED VOTING POWER

652,414

OWNED BY
EACH
REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

652,414

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

652,414

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.5%

14 TYPE OF REPORTING PERSON(SEE INSTRUCTIONS)
CO

CUSIP No. 493422 10 9

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Contran Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | | |
|--|----|--------------------------|-----------|
| | 7 | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 4,761,573 |
| | 9 | SOLE DISPOSITIVE POWER | -0- |
| | 10 | SHARED DISPOSITIVE POWER | 4,761,573 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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4,761,573

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
47.3%

14 TYPE OF REPORTING PERSON(SEE INSTRUCTIONS)
CO

CUSIP No. 493422 10 9

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Combined Master Retirement Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY
EACH

682,414

REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

682,414

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 682,414

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 6.8%

14 TYPE OF REPORTING PERSON(SEE INSTRUCTIONS)
 EP

CUSIP No. 493422 10 9

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Harold Simmons Foundation, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
 (a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
 Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Texas

| | | | |
|--|---|------------------------|---------|
| | 7 | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 840,814 |
| | 9 | SOLE DISPOSITIVE POWER | -0- |

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10 SHARED DISPOSITIVE POWER

840,814

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

840,814

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.4%

14 TYPE OF REPORTING PERSON(SEE INSTRUCTIONS)

CO

CUSIP No. 493422 10 9

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Harold C. Simmons

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(SEE INSTRUCTIONS)

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS(SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING

8 SHARED VOTING POWER

4,990,618

9 SOLE DISPOSITIVE POWER

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PERSON
WITH

-0-

10 SHARED DISPOSITIVE POWER

4,990,618

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

-0-

14 TYPE OF REPORTING PERSON(SEE INSTRUCTIONS)

IN

AMENDMENT NO. 49
TO SCHEDULE 13D

This amended statement on Schedule 13D (this "Statement") relates to the common stock, \$1.00 par value per share (the "Shares"), of Keystone Consolidated Industries, Inc., a Delaware corporation (the "Company"). Items 2, 3, 4, 5, 6 and 7 of this Statement are hereby amended as set forth below.

Item 2. Identity and Background

Item 2(a) is amended and restated as follows:

(a) This Statement is filed by (i) Valhi, Inc. ("Valhi"), and Contran Corporation ("Contran") as direct and indirect holders of Shares, (ii) by virtue of the direct and indirect ownership of securities of Valhi (as described below in this Statement), Valhi Group, Inc. ("VGI"), National City Lines, Inc. ("National"), NOA, Inc. ("NOA"), Dixie Holding Company ("Dixie Holding"), Dixie Rice Agricultural Corporation, Inc. ("Dixie Rice"), Southwest Louisiana Land Company, Inc. ("Southwest"), The Combined Master Retirement Trust (the "CMRT") and the Harold Simmons Foundation, Inc. (the "Foundation") and (iii) by virtue of his positions with Contran and certain other entities (as described in this Statement), Harold C. Simmons (collectively, the "Reporting Persons"). By signing this Statement, each Reporting Person agrees that this Statement is filed on its or his behalf.

Contran, Valhi, NL Industries, Inc. ("NL"), the Foundation and the CMRT are the direct holders of approximately 40.8%, 3.2%, 3.2%, 1.9% and 0.3%, respectively, of the 10,068,450 Shares outstanding as of August 14, 2002 according to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (the "Outstanding Shares"). Contran, Valhi and NL may be deemed to control the Company.

Valhi and Tremont Corporation ("Tremont") are the direct holders of approximately 62.7% and 21.3%, respectively, of the outstanding common stock of

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NL and together may be deemed to control NL. Tremont Group, Inc. ("TGI"), NL and Valhi are the direct holders of approximately 80.0%, 0.1% and 0.1%, respectively, of the outstanding shares of Tremont common stock and together may be deemed to control Tremont. Valhi and NL are the direct holders of 80.0% and 20.0%, respectively, of the outstanding common stock of TGI and together may be deemed to control TGI.

VGI, National, Contran, the Foundation, the Contran Deferred Compensation Trust No. 2 (the "CDCT No. 2") and the CMRT are the direct holders of 80.6%, 9.5%, 2.1%, 1.4%, 0.4% and 0.1%, respectively, of the common stock of Valhi. Together, VGI, National and Contran may be deemed to control Valhi. National, NOA and Dixie Holding are the direct holders of approximately 73.3%, 11.4% and 15.3%, respectively, of the outstanding common stock of VGI. Together, National, NOA and Dixie Holding may be deemed to control VGI. Contran and NOA are the direct holders of approximately 85.7% and 14.3%, respectively, of the outstanding common stock of National and together may be deemed to control National. Contran and Southwest are the direct holders of approximately 49.9% and 50.1%, respectively, of the outstanding common stock of NOA and together may be deemed to control NOA. Dixie Rice is the direct holder of 100% of the outstanding common stock of Dixie Holding and may be deemed to control Dixie Holding. Contran is the holder of 100% of the outstanding common stock of Dixie Rice and may be deemed to control Dixie Rice. Contran is the holder of approximately 88.9% of the outstanding common stock of Southwest and may be deemed to control Southwest.

Substantially all of Contran's outstanding voting stock is held by trusts established for the benefit of certain children and grandchildren of Harold C. Simmons (the "Trusts"), of which Mr. Simmons is the sole trustee. As sole trustee of each of the Trusts, Mr. Simmons has the power to vote and direct the disposition of the shares of Contran stock held by each of the Trusts. Mr. Simmons, however, disclaims beneficial ownership of any shares of Contran stock that the Trusts hold.

The Foundation directly holds approximately 1.9% of the Outstanding Shares and 1.4% of the outstanding shares of Valhi common stock. The Foundation is a tax-exempt foundation organized for charitable purposes. Harold C. Simmons is the chairman of the board and chief executive officer of the Foundation and may be deemed to control the Foundation.

The CMRT directly holds approximately 0.3% of the Outstanding Shares and 0.1% of the outstanding shares of Valhi common stock. Valhi established the CMRT as a trust to permit the collective investment by master trusts that maintain the assets of certain employee benefit plans Valhi and related companies adopt. Mr. Simmons is the sole trustee of the CMRT and a member of the trust investment committee for the CMRT. Mr. Simmons is a participant in one or more of the employee benefit plans that invest through the CMRT.

The CDCT No. 2 directly holds approximately 0.4% of the outstanding Valhi common stock. U.S. Bank National Association serves as the trustee of the CDCT No. 2. Contran established the CDCT No. 2 as an irrevocable "rabbi trust" to assist Contran in meeting certain deferred compensation obligations that it owes to Harold C. Simmons. If the CDCT No. 2 assets are insufficient to satisfy such obligations, Contran is obligated to satisfy the balance of such obligations as they come due. Pursuant to the terms of the CDCT No. 2, Contran (i) retains the power to vote the shares of Valhi common stock held directly by the CDCT No. 2, (ii) retains dispositive power over such shares and (iii) may be deemed the indirect beneficial owner of such shares.

Valmont Insurance Company ("Valmont") and a subsidiary of NL directly own 1,000,000 shares and 1,186,200 shares, respectively, of Valhi common stock. Valhi is the direct holder of 100% of the outstanding common stock of Valmont and may be deemed to control Valmont. Pursuant to Delaware law, Valhi treats the

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shares of Valhi common stock that Valmont and the subsidiary of NL own as treasury stock for voting purposes and for the purposes of this Statement such shares are not deemed outstanding.

Mr. Harold C. Simmons is chairman of the board and chief executive officer of VGI, National, NOA, Dixie Holding, Dixie Rice, Southwest and Contran. Mr. Simmons is also chairman of the board of NL and Valhi and a director of Tremont.

By virtue of the holding of the offices, the stock ownership and his service as trustee, all as described above, (a) Mr. Simmons may be deemed to control the entities described above and (b) Mr. Simmons and certain of such entities may be deemed to possess indirect beneficial ownership of Shares directly held by certain of such other entities. However, Mr. Simmons disclaims such beneficial ownership of the Shares beneficially owned, directly or indirectly, by any of such entities, except to the extent of his vested beneficial interest, if any, in the Shares held by the CMRT.

Harold C. Simmons' spouse is the direct owner of 10,645 Shares. Mr. Simmons may be deemed to share indirect beneficial ownership of such Shares. Mr. Simmons disclaims all such beneficial ownership.

Certain information concerning the directors and executive officers of the Reporting Persons, including offices held by Mr. Simmons is set forth on Schedule B attached hereto and incorporated herein by reference.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is amended as follows.

The total amount of funds required by Contran to acquire the Company securities reported in Item 5(c) was \$22,000,000.00. Such funds were provided by Contran's cash on hand and no funds were borrowed for such purpose.

The Reporting Persons understand that the funds required by each person named in Schedule A to this Statement to acquire Shares were from such person's personal funds.

Item 4. Purpose of Transaction

Item 4 is amended as follows.

Contran purchased the Company securities reported in Item 5(c) of this Statement in order to increase its investments in the Company.

Depending upon their evaluation of the Company's business and prospects, and upon future developments (including, but not limited to, performance of Company securities (including Shares) in the market, availability of funds, alternative uses of funds, and money, stock market and general economic conditions), any of the Reporting Persons or other entities that may be deemed to be affiliated with Contran, may from time to time purchase Company securities, and any of the Reporting Persons, or other entities that may be deemed to be affiliated with Contran may from time to time dispose of all or a portion of the Company securities held by such person, or cease buying or selling Company securities. Any such additional purchases or sales of Company securities may be in open market or privately negotiated transactions or otherwise.

As described under Item 2, Harold C. Simmons, through Contran, may be deemed to control the Company.

The information included in Item 6 of this Statement is incorporated

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herein by reference.

The Reporting Persons understand that prior purchases of Shares by each of the persons named in Schedule A to this Statement and Mr. Simmons' spouse were made for the purpose of such person's personal investment.

Certain of the persons named in Schedule B to this Statement, namely Messrs. Glenn R. Simmons, Steven L. Watson and J. Walter Tucker, Jr. are executive officers and/or directors of the Company and may acquire Shares from time to time pursuant to employee benefit plans that the Company sponsors or other compensation arrangements with the Company.

Except as described in this Item 4, none of the Reporting Persons nor, to the best knowledge of such persons, any other person named in Schedule A to this Statement has formulated any plans or proposals that relate to or would result in any matter required to be disclosed in response to paragraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended as follows.

(a) Contran, Valhi, NL, the Foundation, the CMRT and Harold C. Simmons' spouse are the direct beneficial owners of 4,109,159, 326,364, 326,050, 188,400, 30,000 and 10,645 of the Shares, respectively. Contran also is the direct beneficial owner of 54,956 shares of the Company's Series A 10% cumulative convertible pay-in-kind preferred stock, stated value \$1,000 and no par value per share (the "Preferred Shares"), the terms of which are set forth in the Certificate of Designations, Rights and Preferences of the Series A 10% Cumulative Convertible Pay-in-Kind Preferred Stock of Keystone Consolidated Industries, Inc., which is incorporated herein by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 and filed with the Securities and Exchange Commission.

On or after March 15, 2003, the holders of the Preferred Shares are entitled to vote on all matters voted on by the holders of Shares, voting together as a single class with the Shares. The holders of Preferred Shares are entitled, on or after March 15, 2003, to cast the number of votes equal to the number of votes that could be cast in such vote by a holder of the number of Shares into which the Preferred Shares are convertible (without regard to any limitation on convertibility of such Preferred Shares as a result of the number of authorized and unissued Shares) on the record date of such vote. On or after March 15, 2003, the holders of all of the 59,956 issued Preferred Shares will have 14,849,750 votes in the aggregate on all matters voted on by the holders of Shares, or 59.6% of the outstanding votes on such matters (assuming Keystone's outstanding voting securities remain the same). Assuming Keystone's outstanding voting securities and Harold C. Simmons' current beneficial ownership of such securities remain the same, as a result of the voting rights of Contran's Preferred Shares, on or after March 15, 2003 Mr. Simmons may be deemed to have 18,729,618 votes on such matters or 75.2% of the outstanding votes on such matters.

On or after March 15, 2003, Contran has the right to convert all of its Preferred Shares into an aggregate of 13,739,000 Shares. Currently, however, the Company's Restated Certificate of Incorporation only allows for the issuance of 12,000,000 Shares, of which 10,068,450 are currently issued and outstanding. The Reporting Persons understand that the Company will present a proposal at its next annual meeting of stockholders to amend its Restated Certificate of Incorporation to allow for the issuance of at least such number of Shares that the Company is obligated to issue upon full conversion of the outstanding Preferred Shares. Assuming the Company's Restated Certificate of Incorporation is so amended on or after March 15, 2003, Keystone's outstanding equity

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securities remain the same and Harold C. Simmons' current beneficial ownership of such securities otherwise remains the same, as a result of the conversion rights of Contran's Preferred Shares, Mr. Simmons may be deemed, at the time of such amendment, to be the beneficial owner of 18,729,618 Shares of the 23,807,450 Shares outstanding (adjusting the outstanding Shares assuming Contran fully exercised such conversion rights), or 78.7% of such outstanding Shares.

By virtue of the relationships described under Item 2 of this Statement:

(1) Valhi, VGI, National, Dixie Holding, NOA, Dixie Rice and Southwest may each be deemed to be the beneficial owner of the 652,414 Shares that Valhi and NL directly hold (an aggregate of approximately 6.5% of the Outstanding Shares);

(2) The CMRT may be deemed to be the beneficial owner of the 682,414 Shares that Valhi, NL and the CMRT directly hold (an aggregate of approximately 6.8% of the Outstanding Shares);

(3) The Foundation may be deemed to be the beneficial owner of the 840,814 Shares that Valhi, NL and the Foundation directly hold (an aggregate of approximately 8.4% of the Outstanding Shares);

(4) Contran may be deemed to be the beneficial owner of the 4,761,573 Shares that Contran, Valhi and NL directly hold (an aggregate of approximately 47.3% of the Outstanding Shares); and

(5) While Harold C. Simmons does not directly own any Shares, he may be deemed to be the beneficial owner of the 4,990,618 Shares that Contran, Valhi, NL, the Foundation, the CMRT and his spouse directly hold (an aggregate of approximately 49.6% of the Outstanding Shares).

Except to the extent of his vested beneficial interest, if any, in Shares directly held by the CMRT, Mr. Simmons disclaims beneficial ownership of all Shares.

The Reporting Persons understand, based on ownership filings with the Securities and Exchange Commission (the "Commission") or upon information provided by the persons listed on Schedule B to this Statement, that such persons may be deemed to personally beneficially own the Shares as indicated on Schedule C to this Statement.

(b) By virtue of the relationships described in Item 2:

(1) Valhi, VGI, National, Dixie Holding, NOA, Dixie Rice and Southwest may each be deemed to share the power to vote and direct the disposition of the Shares that Valhi and NL directly hold;

(2) The CMRT may be deemed to share the power to vote and direct the disposition of the Shares that Valhi, NL and the CMRT directly hold;

(3) The Foundation may be deemed to share the power to vote and direct the disposition of the Shares that Valhi, NL and the Foundation directly hold;

(4) Contran may be deemed to share the power to vote and direct the disposition of the Shares that Contran, Valhi and NL directly hold; and

(5) Harold C. Simmons may be deemed to share the power to vote

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and direct the disposition of the Shares that Contran, Valhi, NL, the Foundation, the CMRT and his spouse directly hold.

(c) On October 16, 2002, Contran purchased in a private transaction for an aggregate purchase price of \$22.0 million 54,956 Preferred Shares and an 8% Subordinated Secured Note dated March 15, 2002 in the original principal amount of \$18,318,750.00 issued by the Company (an "8% Note"). The terms of the 8% Notes and the Indenture under which they were issued are set forth in, and incorporated herein by reference to, Exhibits 4.23 and 4.24, respectively, to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 and filed with the Securities and Exchange Commission.

(d) Each of Contran, Valhi, NL, the Foundation, the CMRT and Mr. Simmons' spouse has the right to receive and the power to direct the receipt of dividends from, and proceeds from the sale of, the equity securities of the Company directly held by such entity or person.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is amended as follows.

The information included in Item 4 of this Statement is hereby incorporated herein by reference.

Other than set forth above, none of the Reporting Persons nor, to the best knowledge of such persons, any person named in Schedule A to this Statement has any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to securities of the Company, including, but not limited to, transfer or voting of any such securities, finder's fees, joint ventures, loans or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

Item 7 is amended as follows.

Exhibit 1. Certificate of Designations, Rights and Preferences of the Series A 10% Cumulative Convertible Pay-in-Kind Preferred Stock of Keystone Consolidated Industries, Inc. (incorporated by reference to Exhibit 3.2 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2001 filed with the Securities and Exchange Commission).

Exhibit 2. Form of 8% Subordinated Secured Note dated as of March 15, 2002 issued by Keystone Consolidated Industries, Inc. (incorporated by reference to Exhibit 4.23 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2001 filed with the Securities and Exchange Commission).

Exhibit 3. Indenture dated as of March 15, 2002 between Keystone Consolidated Industries, Inc. and U.S. Bank National Association, as Trustee, related to the 8% Subordinated Secured Notes dated as of March 15, 2002 issued by Keystone Consolidated Industries, Inc. (incorporated by reference to Exhibit 4.24 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2001 filed with the Securities and Exchange Commission).

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: October 28, 2002

/s/ Harold C. Simmons

Harold C. Simmons
Signing in the
capacities listed on
Schedule "A" attached
hereto and
incorporated herein by
reference.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: October 28, 2002

/s/ Steven L. Watson

Steven L. Watson
Signing in the
capacities listed on
Schedule "A" attached
hereto and
incorporated herein by
reference.

SCHEDULE A

HAROLD C. SIMMONS, in his individual capacity and as trustee for THE COMBINED MASTER RETIREMENT TRUST.

STEVEN L. WATSON, as president or vice president of each of:

CONTRAN CORPORATION

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DIXIE HOLDING COMPANY
 DIXIE RICE AGRICULTURAL CORPORATION, INC.
 HAROLD SIMMONS FOUNDATION, INC.
 NATIONAL CITY LINES, INC.
 NOA, INC.
 SOUTHWEST LOUISIANA LAND COMPANY, INC.
 VALHI GROUP, INC.
 VALHI, INC.

Schedule B

The names of the directors and executive officers of Contran Corporation ("Contran"), Dixie Holding Company ("Dixie Holding"), Dixie Rice Agricultural Corporation, Inc. ("Dixie Rice"), the Harold Simmons Foundation, Inc. (the "Foundation"), National City Lines, Inc. ("National"), NOA, Inc. ("NOA"), Southwest Louisiana Land Company, Inc. ("Southwest"), Valhi Group, Inc. ("VGI") and Valhi, Inc. ("Valhi") and their present principal occupations are set forth below. Except as otherwise indicated, each such person is a citizen of the United States of America and the business address of each such person is 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240.

| Name | Present Principal Occupation |
|-----------------------|---|
| ----- | ----- |
| Eugene K. Anderson | Vice president of Contran, Dixie Holding, Dixie Rice, National, NOA, Southwest, VGI and Valhi; and treasurer of the Foundation. |
| Thomas E. Barry (1) | Vice president for executive affairs at Southern Methodist University and professor of marketing in the Edwin L. Cox School of Business at Southern Methodist University; and a director of Valhi. |
| Norman S. Edelcup (2) | Senior vice president business development of Florida Savings Bancorp; director of Valhi; and trustee of the Baron Funds, a mutual fund group. |
| Lisa Simmons Epstein | Director and president of the Foundation. |
| Edward J. Hardin (3) | Partner of the law firm of Rogers & Hardin LLP; and a director of Valhi. |
| J. Mark Hollingsworth | Vice president and general counsel of Contran, Dixie Holding, Dixie Rice, National, NOA, Southwest, VGI and Valhi; general counsel of the Foundation, CompX International Inc., a manufacturer of ergonomic computer support systems, precision ball bearing slides and security products that is affiliated with Valhi ("CompX"), and The Combined Master Retirement Trust, a trust Valhi established to permit the collective investment by master trusts that maintain the assets of |

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certain employee benefit plans Valhi and related companies adopt (the "CMRT"); and acting general counsel of Keystone Consolidated Industries, Inc. (the "Company").

| | |
|--------------------------|--|
| Keith A. Johnson | Controller of the Foundation. |
| William J. Lindquist | Director and senior vice president of Contran, Dixie Holding, National, NOA and VGI; senior vice president of Dixie Rice, Southwest and Valhi. |
| A. Andrew R. Louis | Secretary of Contran, CompX, Dixie Holding, Dixie Rice, National, NOA, Southwest, VGI and Valhi. |
| Kelly D. Luttmer | Tax director of Contran, CompX, Dixie Holding, Dixie Rice, National, NOA, Southwest, VGI and Valhi. |
| Andrew McCollam, Jr. (4) | President and a director of Southwest; director of Dixie Rice; and a private investor. |
| Harold M. Mire (5) | Vice president of Dixie Rice and Southwest. |
| Bobby D. O'Brien | Vice president and treasurer of Contran, Dixie Holding, Dixie Rice, National, NOA, VGI and Valhi; and vice president of Southwest. |
| Glenn R. Simmons | Vice chairman of the board of Contran, Dixie Holding, National, NOA, VGI and Valhi; chairman of the board of CompX and the Company; director and executive vice president of Southwest and Dixie Rice; a director of NL Industries, Inc., a major international producer of titanium dioxide pigments that is affiliated with Valhi ("NL"); a director of Tremont Corporation, a holding company with operations in the titanium metals business the titanium dioxide pigments business and real estate development that is affiliated with Valhi ("Tremont"); and a director of Titanium Metals Corporation, a leading worldwide integrated producer of titanium metals products that is affiliated with Tremont ("TIMET"). |
| Harold C. Simmons | Chairman of the board and chief executive officer of Contran, Dixie Holding, Dixie Rice, the Foundation, National, NOA, Southwest and VGI; chairman of the board of NL and Valhi; director of Tremont; and trustee and member of the trust investment committee of the CMRT. |
| Richard A. Smith (5) | Director and president of Dixie Rice. |
| Gregory M. Swalwell | Vice president and controller of Contran, |

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Dixie Holding, National, NOA, VGI and Valhi; and vice president of Dixie Rice and Southwest.

J. Walter Tucker, Jr. (6) President, treasurer and a director of Tucker & Branham, Inc., a mortgage banking, insurance and real estate company; vice chairman of the board of the Company; a director of Valhi; and a member of the trust investment committee of the CMRT.

Steven L. Watson Director and president of Contran, Dixie Holding, National, NOA and VGI; director, president and chief executive officer of Valhi; director and executive vice president of Dixie Rice and Southwest; director, vice president and secretary of the Foundation; and a director of the Company, NL, TIMET and Tremont.

- (1) The principal business address for Dr. Barry is Southern Methodist University, Perkins Administration Bldg. #224, Dallas, Texas 75275.
- (2) The principal business address for Mr. Edelpup is 8181 Southwest 117th Street, Pinecrest, Florida 33156.
- (3) The principal business address for Mr. Hardin is 229 Peachtree Street, N.E., Suite 2700, Atlanta, Georgia 30303.
- (4) The principal business address for Mr. McCollam is 402 Canal Street, Houma, Louisiana 70360.
- (5) The principal business address for Messrs. Mire and Smith is 600 Pasquiere Street, Gueydan, Louisiana 70542-0010.
- (6) The principal business address for Mr. Tucker is 400 E. Central Boulevard, Orlando, Florida 32801.

SCHEDULE C

Based upon ownership filings with the Commission or upon information provided by the persons listed on Schedule B to this Statement, such persons may be deemed to personally beneficially own shares (the "Shares") of common stock, par value \$1.00 per share, of Keystone Consolidated Industries, Inc. (the "Company"), as outlined below:

| Name | Shares Held | Options Held (1) |
|--------------------|-------------|------------------|
| Eugene K. Anderson | 200 | -0- |
| Thomas E. Barry | 2,000 | 7,000 |

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| | | |
|---------------------------|---------|---------|
| Norman S. Edelcup (2) | 225 | -0- |
| Lisa Simmons Epstein | -0- | -0- |
| Edward J. Hardin | -0- | -0- |
| J. Mark Hollingsworth | -0- | -0- |
| Keith A. Johnson | -0- | -0- |
| William J. Lindquist | -0- | -0- |
| A. Andrew R. Louis | -0- | -0- |
| Kelly D. Luttmer | -0- | -0- |
| Andrew McCollam, Jr. | -0- | -0- |
| Harold M. Mire | -0- | -0- |
| Bobby D. O'Brien | -0- | -0- |
| Glenn R. Simmons (3) | 115,650 | 139,500 |
| Harold C. Simmons (4) | -0- | -0- |
| Richard A. Smith | -0- | -0- |
| Gregory M. Swalwell | -0- | -0- |
| J. Walter Tucker, Jr. (5) | 153,450 | 7,000 |
| Steven L. Watson | 2,250 | 1,000 |

- (1) Represents Shares issuable pursuant to the exercise of stock options within 60 days of the date of this Statement.
- (2) Mr. Edelcup, as trustee of the Norman S. Edelcup Revocable Living Trust (the "Trust"), also owns (i) 225 of the Company's Series A 10% cumulative convertible pay-in-kind preferred stock, stated value \$1,000 and no par value per share (the "Preferred Shares") and (ii) an 8% Subordinated Secured Note dated March 15, 2002 in the original principal amount of \$75,000.00 issued by the Company (an "8% Note"). See Item 5 for a description of the Preferred Shares and the 8% Notes.
- (3) The Shares reported as directly held by Mr. Glenn Simmons include 10,950 his spouse holds directly and 2,200 shares his spouse holds in a profit sharing plan. Mr. Simmons disclaims beneficial ownership of all of the Shares his spouse holds.
- (4) Mr. Harold Simmons may be deemed to possess indirect beneficial ownership of the Shares as described in Item 5(a) of this Statement. Mr. Simmons disclaims beneficial ownership of all Shares, except to the extent of his vested beneficial interest, if any, in the Shares held the CMRT holds.
- (5) Excludes Shares the CMRT holds of which such person is a member of the trust investment committee. Mr. Tucker disclaims beneficial ownership of the Shares held by the CMRT. Includes 95,400 Shares Mr. Tucker's

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spouse holds directly, 18,300 Shares Mr. Tucker holds as trustee and 2,250 shares held by a corporation of which Mr. Tucker is the sole stockholder.